

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

www.hlmx.com

March 5, 2004

RECORDATION NO. 17313-C FILED

MAR 08 '04

1-16 PM



Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

RE: Termination of Lease of Railroad Equipment dated as of March 5, 2004 by Helm Financial Corporation ("**Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor:

Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee:

The Kansas City Southern Railway Company (as successor in interest through merger to MidSouth Corporation)  
427 West 12th Street  
Kansas City, MO 64105

Equipment:

50 Gondola Railcars  
SR 19029 - 19905 (Not Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 17313 filed on May 17, 1991. The filing fee of \$30.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of October 18, 1989 by Helm Financial Corporation, as assignee of U.S. Railcar, Inc., for 50 gondola railcars, SR 19029-19905 (Not Inclusive, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 17313.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf

Enclosures (2)

## TERMINATION OF LEASE

**THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination")** is dated as of March 5, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").


1. **Recitals.** Lessor, as assignee of U.S. Railcar, Inc., entered into the Lease of Railroad Equipment dated as of October 18, 1989 ("**Lease**"), with **The Kansas City Southern Railway Company**, as successor in interest through merger to **MidSouth Corporation**, a Missouri corporation, with respect to the fifty (50) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **17313** filed on May 17, 1991.

The Lease was terminated on March 31, 2003. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

**IN WITNESS WHEREOF**, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

**HELM FINANCIAL CORPORATION**

By:   
Name: Barbara W. Wilson  
Title: Senior Vice President & CFO

RECORDATION NO. 17313-C FILED

MAR 08 '04

1-16 PM

SURFACE TRANSPORTATION BOARD

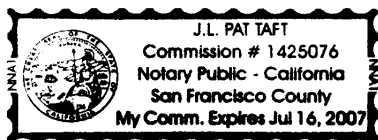
STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO        )

On March 5<sup>th</sup>, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.



Witness my hand and official seal.

*J. L. Pat Taft*  
SIGNATURE OF THE NOTARY

## SCHEDULE A

To the Termination of Lease dated as of March 5, 2004

**Equipment Description:** Fifty (50) gondola railcars.

**Reporting Mark and Numbers:**

|          |          |
|----------|----------|
| SR 19029 | SR 19430 |
| SR 19041 | SR 19450 |
| SR 19042 | SR 19458 |
| SR 19043 | SR 19466 |
| SR 19132 | SR 19471 |
| SR 19136 | SR 19486 |
| SR 19146 | SR 19487 |
| SR 19147 | SR 19517 |
| SR 19162 | SR 19518 |
| SR 19177 | SR 19544 |
| SR 19186 | SR 19562 |
| SR 19202 | SR 19570 |
| SR 19205 | SR 19576 |
| SR 19228 | SR 19651 |
| SR 19259 | SR 19667 |
| SR 19260 | SR 19708 |
| SR 19289 | SR 19751 |
| SR 19293 | SR 19758 |
| SR 19304 | SR 19804 |
| SR 19306 | SR 19806 |
| SR 19355 | SR 19849 |
| SR 19381 | SR 19855 |
| SR 19391 | SR 19887 |
| SR 19404 | SR 19897 |
| SR 19406 | SR 19905 |